

RECORDATION NO. 23401-B FILED

MAR 8 '01 12-24 PM
TS
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

March 8, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Bill of Sale, dated March 8, 2001 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed relates to the Memorandum of Lease and Security Agreement which is being filed with the Board under Recordation Number 23401.

The names and addresses of the parties to the enclosed document are:

Seller: Wabash National Corporation
9 North Vail Avenue
Arlington Heights, IL 60005

[Buyer: National Railroad Passenger Corporation]

A description of the railroad equipment covered by the enclosed document is:

Railroad equipment bearing AMTZ and AMTK reporting marks and road numbers attached hereto

Mr. Vernon A. Williams
March 8, 2001
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A short summary of the document to appear in the index follows:

Bill of Sale from Wabash National Corporation, Seller, to
National Railroad Passenger Corporation, Buyer, covering
railroad equipment bearing AMTZ and AMTK reporting marks
and road numbers attached hereto.

Also enclosed is a check in the amount of \$27.00 payable to the order of the
Surface Transportation Board covering the required recordation fee and cross-indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

SCHEDULE

| <u>Description</u> | <u>Number of Cars</u> | <u>Marks</u> | <u>Car Numbers</u> | <u>VIN Number</u> |
|---|-----------------------|--------------|------------------------------|--|
| 1. Wabash National, Model Year 2000, 53' Duraplate Railtrailer Trailers | two hundred (200) | AMTZ | 462040-462239 (inclusive) | The vehicle identification numbers provided on Schedule A attached hereto |
| 2. Wabash National, Model Year 2000, Coupler Mates (Freight Mates- ABDX valves) | twenty-eight (28) | AMTK | 5268-5295 (inclusive) | 653371-653398 (inclusive) |
| 3. Wabash National, Model Year 2000, Coupler Mates (Mail Mates with 26 CV8 Brake Valve) | three (3) | AMTK | 5010-5021 (inclusive) | 620068-620070 (inclusive) |
| 4. Wabash National, Model Year 2000, Coupler Mates (Mail Mates- ABDX valves) | twenty-five (25) | AMTK | 5048-5072 (inclusive) | 620043-620067 (inclusive) |

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EXECUTION COPY

SURFACE TRANSPORTATION BOARD

BILL OF SALE

WABASH NATIONAL CORPORATION, a corporation organized under the laws of the State of Delaware (the "Assignor"), in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, from NATIONAL RAILROAD PASSENGER CORPORATION, a corporation organized under the laws of the District of Columbia (the "Assignee"), hereby grants, sells, assigns, conveys, transfers, delivers and sets over unto Assignee, its successors and assigns, the railroad units of rolling stock identified in Schedule 1 attached hereto and made a part hereof, together with all parts, appurtenances or other property attached thereto or installed therein (collectively, the "Equipment").

The Assignor hereby warrants to the Assignee and its successors and assigns that there is hereby conveyed to the Assignee on the date hereof, good, marketable and sufficient legal and beneficial title to the Equipment, free and clear of all liens, encumbrances, claims, charges and rights of others, however designated, and that it will defend and warrant in the name of the Assignee and will indemnify and save Assignee harmless from and against any claim, act, suit, proceeding or demand made, taken or asserted against Assignee by any and every other person, firm or corporation claiming any estate, right, title or interest in or to the Equipment or any item of Equipment by reason of any matter or thing arising prior to or existing on the date of transfer of title of the Equipment by Assignor to Assignee. This Bill of Sale is delivered by Assignor to Assignee in New York, United States of America and is governed by the laws of the State of New York.

IN WITNESS WHEREOF, Assignor has caused this Bill of Sale to be duly executed by its officer thereunto duly authorized ~~on this~~ as of the 8 day of March, 2001.

WABASH NATIONAL CORPORATION

By: 

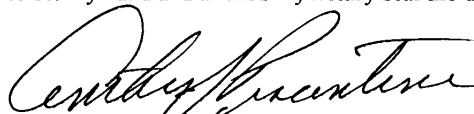
Name: LAWRENCE J. GROSS

Title: VICE PRESIDENT - MARKETING

STATE OF New York)
) ss.:
COUNTY OF NASSAU)

On this 6 day of MARCH 2001, before me, a notary public in and for the county and state aforesaid, came LARRY GROSS, a EMPLOYEE of Wabash National Corporation, a corporation organized under the laws of Delaware, who is personally known to me to be the same person who executed the within instrument of writing as such officer of such corporation, and such person duly acknowledged the execution of the same to be his own free and voluntary act and the free and voluntary act and deed of said corporation.

In my testimony whereof, I have hereunto set my hand and affixed my notary seal the day and year first above written.


Notary Public

(SEAL)

ANTHONY J. PIACENTINI
Notary Public, State of New York
No. 30-4759903
Qualified in Nassau County
My Commission Expires July 30, 2002

My commission expires: _____

**SCHEDULE 1
TO THE BILL OF SALE
DATED March __, 2001**

| <u>Description</u> | <u>Number of Cars</u> | <u>Marks</u> | <u>Car Numbers</u> | <u>VIN Number</u> |
|---|-----------------------|--------------|------------------------------|--|
| 1. Wabash National, Model Year 2000, 53' Duraplate Railtrailer Trailers | two hundred (200) | AMTZ | 462040-462239 (inclusive) | The vehicle identification numbers provided on Schedule A attached hereto |
| 2. Wabash National, Model Year 2000, Coupler Mates (Freight Mates- ABDX valves) | twenty-eight (28) | AMTK | 5268-5295 (inclusive) | 653371-653398 (inclusive) |
| 3. Wabash National, Model Year 2000, Coupler Mates (Mail Mates with 26 CV8 Brake Valve) | three (3) | AMTK | 5010-5021 (inclusive) | 620068-620070 (inclusive) |
| 4. Wabash National, Model Year 2000, Coupler Mates (Mail Mates- ABDX valves) | twenty-five (25) | AMTK | 5048-5072 (inclusive) | 620043-620067 (inclusive) |

SCHEDULE A

Wabash National Duraplate Railtrailer Trailer, Model Year 2000, 53 foot, having the following VIN Numbers:

| | | |
|--------------------|--------------------|--------------------|
| 1JJV532W8YL698840 | 1JJV532WXYL698872 | 1JJV532W8YL698904 |
| 1JJV532WXYL698841 | 1JJV532W1YL698873 | 1JJV532WXYL698905 |
| 1JJV532W1YL698842 | 1JJV532W3YL698874 | 1JJV532W1YL698906 |
| 1JJV532W3YL698843 | 1JJV532W5YL698875 | 1JJV532W3YL698907 |
| 1JJV532W5YL698844 | 1JJV532W7YL698876 | 1JJV532W5YL698908 |
| 1JJV532W7YL698845 | 1JJV532W9YL698877 | 1JJV532W7YL698909 |
| 1JJV532W9YL698846 | 1JJV532W0YL698878 | 1JJV532W3YL698910 |
| 1JJV532W0YL698847 | 1JJV532W2YL698879 | 1JJV532W5YL698911 |
| 1JJV532W2YL698848 | 1JJV532W9YL698880 | 1JJV532W7YL698912 |
| 1JJV532W4YL698849 | 1JJV532WOYL698881 | 1JJV532W9YL698913 |
| 1JJV532WOYL698850 | 1JJV532W2YL698882 | 1JJV532WOYL698914 |
| 1JJV532W2YL698851 | 1JJV532W4YL698883 | 1JJV532W2YL698915 |
| 1JJV532W4YL698852 | 1JJV532W6YL698884 | 1JJV532W4YL698916 |
| 1JJV532W6YL698853 | 1JJV532W8YL698885 | 1JJV532W6YL698917 |
| 1JJV532W8YL698854 | 1JJV532WXYL698886 | 1JJV532W8YL698918 |
| 1JJV532WXYL698855 | 1JJV532W 1YL698887 | 1JJV532WXYL698919 |
| 1JJV532W 1YL698856 | 1JJV532W3YL698888 | 1JJV532W6YL698920 |
| 1JJV532W3YL698857 | 1JJV532W5YL698889 | 1JJV532W8YL698921 |
| 1JJV532W5YL698858 | 1JJV532W1YL698890 | 1JJV532WXYL698922 |
| 1JJV532W7YL698859 | 1JJV532W3YL698891 | 1JJV532W 1YL698923 |
| 1JJV532W3YL698860 | 1JJV532W5YL698892 | 1JJV532W3YL698924 |
| 1JJV532W5YL698861 | 1JJV532W7YL698893 | 1JJV532W5YL698925 |
| 1JJV532W7YL698862 | 1JJV532W9YL698894 | 1JJV532W7YL698926 |
| 1JJV532W9YL698863 | 1JJV532WOYL698895 | 1JJV532W9YL698927 |
| 1JJV532WOYL698864 | 1JJV532W2YL698896 | 1JJV532WOYL698928 |
| 1JJV532W2YL698865 | 1JJV532W4YL698897 | 1JJV532W2YL698929 |
| 1JJV532W4YL698866 | 1JJV532W6YL698898 | 1JJV532W9YL698930 |
| 1JJV532W6YL698867 | 1JJV532W8YL698899 | 1JJV532WOYL698931 |
| 1JJV532W8YL698868 | 1JJV532WOYL698900 | 1JJV532W2YL698932 |
| 1JJV532WXYL698869 | 1JJV532W2YL698901 | 1JJV532W4YL698933 |
| 1JJV532W6YL698870 | 1JJV532W4YL698902 | 1JJV532W6YL698934 |
| 1JJV532W8YL698871 | 1JJV532W6YL698903 | 1JJV532W8YL698935 |

| | | |
|-------------------|-------------------|-------------------|
| 1JJV532WXYL698936 | 1JJV532W6YL698979 | 1JJV532WIYL699022 |
| 1JJV532W1YL698937 | 1JJV532W2YL698980 | 1JJV532W3YL699023 |
| 1JJV532W3YL698938 | 1JJV532W4YL698981 | 1JJV532W5YL699024 |
| 1JJV532W5YL698939 | 1JJV532W6YL698982 | 1JJV532W7YL699025 |
| 1JJV532W1YL698940 | 1JJV532W8YL698983 | 1JJV532W9YL699026 |
| 1JJV532W3YL698941 | 1JJV532WXYL698984 | 1JJV532WOYL699027 |
| 1JJV532W5YL698942 | 1JJV532W1YL698985 | 1JJV532W2YL699028 |
| 1JJV532W7YL698943 | 1JJV532W3YL698986 | 1JJV532W4YL699029 |
| 1JJV532W9YL698944 | 1JJV532W5YL698987 | 1JJV532WOYL699030 |
| 1JJV532WOYL698945 | 1JJV532W7YL698988 | 1JJV532W2YL699031 |
| 1JJV532W2YL698946 | 1JJV532W9YL698989 | 1JJV532W4YL699032 |
| 1JJV532W4YL698947 | 1JJV532W5YL698990 | 1JJV532W6YL699033 |
| 1JJV532W6YL698948 | 1JJV532W7YL698991 | 1JJV532W8YL699034 |
| 1JJV532W8YL698949 | 1JJV532W9YL698992 | 1JJV532WXYL699035 |
| 1JJV532W4YL698950 | 1JJV532WOYL698993 | 1JJV532W1YL699036 |
| 1JJV532W6YL698951 | 1JJV532W2YL698994 | 1JJV532W3YL699037 |
| 1JJV532W8YL698952 | 1JJV532W4YL698995 | 1JJV532W5YL699038 |
| 1JJV532WXYL698953 | 1JJV532W6YL698996 | 1JJV532W7YL699039 |
| 1JJV532W1YL698954 | 1JJV532W8YL698997 | |
| 1JJV532W3YL698955 | 1JJV532WXYL698998 | |
| 1JJV532W5YL698956 | 1JJV532W1YL698999 | |
| 1JJV532W7YL698957 | 1JJV532W2YL699000 | |
| 1JJV532W9YL698958 | 1JJV532W4YL699001 | |
| 1JJV532WOYL698959 | 1JJV532W6YL699002 | |
| 1JJV532W7YL698960 | 1JJV532W8YL699003 | |
| 1JJV532W9YL698961 | 1JJV532WXYL699004 | |
| 1JJV532WOYL698962 | 1JJV532W1YL699005 | |
| 1JJV532W2YL698963 | 1JJV532W3YL699006 | |
| 1JJV532W4YL698964 | 1JJV532W5YL699007 | |
| 1JJV532W6YL698965 | 1JJV532W7YL699008 | |
| 1JJV532W8YL698966 | 1JJV532W9YL699009 | |
| 1JJV532WXYL698967 | 1JJV532W5YL699010 | |
| 1JJV532W1YL698968 | 1JJV532W7YL699011 | |
| 1JJV532W3YL698969 | 1JJV532W9YL699012 | |
| 1JJV532WXYL698970 | 1JJV532WOYL699013 | |
| 1JJV532W1YL698971 | 1JJV532W2YL699014 | |
| 1JJV532W3YL698972 | 1JJV532W4YL699015 | |
| 1JJV532W5YL698973 | 1JJV532W6YL699016 | |
| 1JJV532W7YL698974 | 1JJV532W8YL699017 | |
| 1JJV532W9YL698975 | 1JJV532WXYL699018 | |
| 1JJV532WOYL698976 | 1JJV532W1YL699019 | |
| 1JJV532W2YL698977 | 1JJV532W8YL699020 | |
| 1JJV532W4YL698978 | 1JJV532WXYL699021 | |